

DEC 16 '09

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
 URBAN A. LESTER.ELIAS C. ALVORD (1942)
 ELLSWORTH C. ALVORD (1964)

December 16, 2009

Chief
 Section of Administration
 Office of Proceedings
 Surface Transportation Board
 395 "E" Street, S.W.
 Washington, D.C. 20423

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum Of Additional Collateral, dated as of December 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The names and addresses of the parties to the enclosed document are:

Secured Party: Bank of America, N.A., as Collateral Agent
 901 Main Street, 14th Floor
 Dallas, Texas 75202

Grantor. The CIT Group/Equipment Financing, Inc.
 c/o CIT Group Inc.
 1 CIT Drive
 Livingston, New Jersey 07039

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A description of the railroad equipment covered by the enclosed document is:

All rolling stock now owned or hereafter acquired by the Grantors, including without limitation the 12,336 railcars within the following series as more particularly set forth in the attachment to the document:

AJPX 6000 – AJPX 6749
ALY 34524
ATW 50304 – ATW 50412
ATW 300200 – ATW 300598 (except ATW 300446 and ATW 305573)
ATW 643000 – ATW 643137
AZER 103
AZER 107
BNSF 513000 – BNSF 513124 (except BNSF 513064)
CAEG 824501 – CAEG 824640 (inclusive)
CEFX 101 – CEFX 130
CEFX 10000 – CEFX 10821
CEFX 11122 – CEFX 11285
CEFX 12122 – CEFX 12389
CEFX 12542 – CEFX 13047
CEFX 13215 – CEFX 13219 (inclusive)
CEFX 30100 – CEFX 30199 (except CEFX 30160 and CEFX 30184)
CEFX 30225 – CEFX 30325 (inclusive)
CEFX 30355 – CEFX 30648
CEFX 30872 – CEFX 31074
CEFX 32668 – CEFX 33058
CEFX 33318 – CEFX 33498
CEFX 60240 – CEFX 60359
CEFX 60746 – CEFX 60841
CEFX 61857 – CEFX 61971
CEFX 62097 – CEFX 62696
CEFX 70000 – CEFX 70098
CEFX 77210 – CEFX 77214 (inclusive)
CEFX 78100 – CEFX 78116 (inclusive)
CEFX 350015 – CEFX 350044 (except CEFX 350017)
CHTT 286745
CHTT 286776
CIGX 800499
CIGX 800511 – CIGX 800534 (except CIGX 800533)
CIGX 800700 – CIGX 800710 (inclusive)

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CITX 140 – CITX 142 (inclusive)
CITX 300013 – CITX 300168
CITX 600000 – CITX 600255
CITX 700005 – CITX 701457
CITX 702158 – CITX 702820
CITX 775000 – CITX 775394
CITX 800314 – CITX 801016
CMEX 140150 – CMEX 140324 (inclusive)
CP 346638 – CP 348682
DBUX 207138 – DBUX 207192
DBUX 250706 – DBUX 250730 (inclusive)
DBUX 300601 – DBUX 300893
DBUX 301386 – DBUX 301444 (inclusive)
DBUX 301447 – DBUX 301497 (inclusive)
DBUX 301665 – DBUX 301769
DBUX 302187 – DBUX 302371 (inclusive)
DBUX 302373
DBUX 302525 – DBUX 302664
DGHX 3000 – DGHX 3649
DGHX 4000 – DGHX 4049 (inclusive)
DGHX 9292
ICE 67001 – ICE 67200 (inclusive)
INRD 9001 – INRD 9003 (inclusive)
INRD 9007
KCS 286000 – KCS 286413
KPLX 3001 – KPLX 3120
MWGX 1 – MWGX 560
NS 165000 – NS 165449 (except NS 1650539, NS 165280 and NS
165296)
NS 193900 – NS 194267 (inclusive)
NS 201050 – NS 201049 (inclusive)
NS 201800 – NS 201949 (inclusive)
NS 210000 – NS 210036
NS 623900 – NS 623999 (inclusive)
PLMX 137440 – PLMX 137745
SCSX 97501 – SCSX 97627
TCMX 12127 – TCMX 12541
TCMX 34246 – TCMX 34463
TCMX 350069 – TCMX 350074 (inclusive)
TLAX 1045 – TLAX 1168
TLAX 1248 – TLAX 1264
TLAX 1266 – TLAX 1444 (inclusive)
TNMR 100 – TNMR 117

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UCEX 24501 – UCEX 24680 (inclusive)
WE 2300 – WE 2348 (inclusive)
WE 2750 – WE 2799 (inclusive)
WE 400000 – WE 2799 (inclusive)
WE 487602 – WE 487679
WWUX 6026 – WWUX 400099 (inclusive)

A short summary of the document to appear in the index is:

Memorandum Of Additional Collateral.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

DEC 16 09

9-30 AM

MEMORANDUM OF ADDITIONAL COLLATERALSURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ADDITIONAL COLLATERAL, dated as of December 15, 2009 (this "Memorandum"), is made by The CIT Group/Equipment Financing, Inc. (the "Grantor"), in favor of Bank of America, N.A., as Collateral Agent (as defined in the Credit Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent").

- A. **WHEREAS**, the Grantor, the Collateral Agent and the Secured Parties are parties to that certain Second Amended and Restated Credit and Guaranty Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), pursuant to which the Secured Parties agreed to extend a term loan facility and other financial accommodations to the Borrowers. Unless otherwise specified, all capitalized terms used but not defined herein shall have the respective meanings ascribed to such terms in the Credit Agreement.
- B. **WHEREAS**, to secure the Grantor's Obligations to the Collateral Agent and the Secured Parties, the Grantors executed and delivered to the Collateral Agent that certain Second Amended and Restated Collateral Agreement, dated as of October 28, 2009 (as the same may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, the Grantor granted to the Collateral Agent (including any successor collateral agent), for the benefit of the Secured Parties, a first priority perfected lien on and security interest rights in all of the Grantor's Collateral (as defined in the Security Agreement) now held by the Collateral Agent and Secured Parties pursuant to the Security Agreement, as described in more detail in the said Security Agreement and the Memoranda recorded with the Surface Transportation Board under Recordation Numbers 28010 and 28010-A, including the equipment listed and described on the schedules attached to those Memoranda.
- C. **WHEREAS**, the Grantor has acquired an ownership interest in the railroad equipment listed and described on Schedule A attached hereto.
- D. **NOW THEREFORE**, the Grantor reaffirms the above-described grant of security, including the grant to the Collateral Agent (including any successor collateral agent), for its benefit and the ratable benefit of the Secured Parties, of a continuing, first priority security interest in and to, and lien on all of the Grantor's right, title and interest in, the Collateral, including all railroad equipment listed and described on Schedule A attached hereto, intending to show herein that such listed equipment is a part of such Collateral and ;
- E. **ACCORDINGLY**, the Grantor have caused this memorandum to be executed by its offices thereunto duly authorized, as of the date first above written.

SIGNATURE APPEARS ON THE FOLLOWING PAGES

IN WITNESS WHEREOF, the parties have caused this Memorandum of Security Agreement to be executed as of the date first above written.

THE CIT GROUP/CORPORATE AVIATION, INC., as
Grantor

By: Barry J. Nolte
Name: Barry J. Nolte
Its: SVP

State of Illinois

County of Cook, ss:

On this 30 day of Nov, 2009, before me personally appeared Barry J. Nolte to me known, who being by me duly sworn, says that (s)he is the SVP of The CIT Group/Corporate Aviation, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public



My Commission expires 04/11/2013

Schedule A

AJPX	6000	CIT Rail Trust 2001-1B
AJPX	6001	CIT Rail Trust 2001-1B
AJPX	6002	CIT Rail Trust 2001-1B
AJPX	6003	CIT Rail Trust 2001-1B
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